

**Draft of the proposed decisions on the Daily Agenda items of the Extraordinary General Meeting of the Shareholders on the 30<sup>th</sup> of December 2019, pursuant to article 121 par. 3 of the Law 4548/2018**

**DAILY AGENDA**

**1. Amendment of the Company's Articles of Association and its alignment to the provisions of Law 4548/2018, pursuant to article 183 par. 1 of the above law. Codification of the Articles of Association.**

Draft of the decision (Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

With regard to the first daily agenda item, the Chairman of the General Meeting will inform all the present shareholders (personally or through representative) that the Board of Directors has proposed the amendment of the company's Articles of Association in order to align with the provisions of the Law 4548/2018 which has reformed the legal framework of the Societe Anonymes. This alignment is mandatory pursuant to the provisions of article 183 par. 3 of the L. 4548/2018 and should be finalized by end of 2019.

Therefore, the Articles of Association must be amended and supplemented in order to comply with the provisions of the L. 4548/2018 as follows:

1. Amendment of article 19 par. 1 which shall be construed as follows:
  - 1) *The Company is managed by the Board of Directors, consisting of five (5) to nine (9) Directors .The General Assembly may determine the number of members of the Board of Directors as set by the Articles of Association. A legal person may also be a member of the Board of Directors under the conditions set in article 77 par. 4 of Law 4548/2018, as applicable. The Company may at its own discretion decide related to the election of executive, non-executive members and independent members to apply the provisions of article 87 par. 5 of Law 3016/2002 as in force.*
2. Amendments, supplements and/ or abolition of provisions in order to align with the provisions of L. 4548/2018 as follows:

Article 2

Insertions to comply with the provisions of L. 45458/2018

Article 4

Insertion to comply with the provisions of L. 4548/2018

Article 5 par 2.

Amendment of article 5 par 2 in accordance with the provision of articles 13 and 60 of L. 4548/2018

Article 5 par. 3

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 5 par. 4

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force & Deletion of par. 5 since no longer applicable.

Article 6 par 2

Insertion of provisions of article 40 par. 2 of law 4548/2018.

Article 6 par 4

Insertion of the provisions of article 40 par.2 of law 4548/2018.

Article 6 par 5 (insertion of new paragraph)

Insertion of the provisions of article 33 par. 1 and 2 of L. 4548/2018.

Article 7

Deletion of current paragraphs 4 & 5 and renumbering of remaining paragraphs

Article 7 par.4

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 8

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 9 par. 2

Insertions according the provisions of article 117 of L. 4548/2018 and rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 10 par. 1

Reference to the provisions of the new law in terms of the Annual Ordinary General Meeting and convocation provisions according to article 119 of L. 4548/2018 & Deletion of par. 2 as redundant.

Article 11 par 1 and 2

Rephrasing of paragraph 1 in accordance with provisions of article 121 of L. 4548/2018 related to the invitation to General Meeting and the obligation of release of the Financial Statements before the Annual Ordinary General Meeting.

Article 12

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 13

Amendment due to rephrasing of said article to comply with article 124 of the Law 4548/2018.

Article 14

Amendment of the 1<sup>st</sup> paragraph.

Article 15 par. 1, 2 and 3

Amendment to incorporate the provisions of the new law in terms of quorum and majority in the General Meeting according to article 130 of L. 4548/2018.

Article 17 par.1, 2, 3 and 4

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 18

Insertion to include the provisions of article 102 of L 4548/2018.

Article 19 par. 1 and 3

Amendment regarding the number of the members of the Board of Directors which now will be from 5 to 9 and related other provisions for the members ( as per the article 77 of L. 4548/2018 and amendment to comply with article 85 of the same law regarding the new wording for the term of the Board of Directors.

Article 20 par. 3

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force & Deletion of par. 4

Article 22 par. 1

Amendment regarding to the replacement of the Board members to include provisions of article 81 of L. 4548/2018.

Article 23 par 1, 2 and 3

Insertions of all the provisions regarding the convocation of the Board of Directors by adopting the provisions of articles 90, 91,92 and 94 of the L. 4548/2018.

Article 24

Insertions to adopt the provisions of L. 4548/2018.

Article 25 par. 1,2 and 3

Amendment in order to comply with article 93 of L. 4548/2018.

Article 26 par. 1, 2 and 3

Rephrasing in order to include the changes as of article 109 of L. 4548/2018 and article 99 of L. 4548/2019 in terms of loans provided to Board members and related parties as of Chapter E of L. 4548/2018.

Article 27

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force.

Article 28

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force and reference to L. 4449/2017 and 4308/2014 in terms of the Auditors.

Article 30

Insertion of the provisions of the articles 145, 147, 148, 149 and 150 of the L. 4548/2018 related to the Annual Financial Statements and the respective obligation of the Board of Directors.

Article 31

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force and specifically of article 159 of l. 4548/2018 for the distribution of profits.

#### Article 32

Insertion of the provisions of articles 164, 165 and 166 of L. 4548/2018 related to the dissolution of the company.

#### Article 33 par 2, 3, 5 and 7

Rephrasing in order to change reference to c.l 2190/1920 and insertion of provisions of new law in force and specifically article 167 of l. 4548/2018 for the company's liquidation.

#### Article 34

Amendment of this article to delete reference to L. 2190/1920 and include reference to l. 4548/2018 and 3016/2002 related to corporate governance rules.

Subsequently, following a thorough discussion among the shareholders attending the meeting as well as those represented, during which clarifications are provided, the General Meeting, after a voting, by a unanimous decision of the shareholders attending the meeting as well as those represented, by a majority of.....% (i.e.....votes in favour and ....votes against), will approve the amendments of the Articles of Association as presented and shall authorize the Board of Directors and its Chairman to proceed with the codification of the Articles of Association and with all the necessary actions for submitting it to the competent Authorities and publishing according to the provisions of the applicable legislation.

## **2. Validation of Mr. Petros Xarchakos election as temporary member of the Board of Directors in place of a resigned Director, in accordance with article 22 of the Articles of Association.**

Draft of the decision ( Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

With regard to the second daily agenda item the Chairman of the General Meeting will inform all shareholders present (personally or through representative) that the Board of Directors of the Company, during its meeting dated 30.09.2019, elected Mr Petros Xarchakos, as interim substitute for the resigned Director, Mr Michal Houst, for the rest of the latter's term of office.

The above elected interim Director is a very important person in the business world. With his proven experience, extensive professional skills, deep knowledge of corporate matters and

administrative skills, he may substantially and productively contribute to a more efficient operation of the Board of Directors, to the promotion of the Company's objectives and interests and the achievement of the Company's business plans in order to enhance its economic value in the long run.

Subsequent to the above, the Chairman of the General Meeting shall invite all shareholders present and those represented to validate the election of the interim Director of the Company, Mr. Petros Xarchakos, in place of the resigned Member of the Board of Directors, Mr. Michal Houst, as decided by the Company Board of Directors during its meeting dated 30.09.2019.

Following the Chairman's above introduction, the General Meeting of the shareholders unanimously and by general vote/or by a majority of ....% approved and validated the election of the aforementioned Director as a Member of the Board of Directors of the Company in place of the resigned Director as above. The General Meeting also approved all the actions, declarations and decisions of the aforementioned Director from the date of his above-mentioned election to date. Finally, the General Meeting of the shareholders by its present decision approved the reconstitution of the Board of Directors subsequent to the election of the aforementioned Member in place of the resigned one.

### **3. Other announcements and approvals.**

Draft of the decision ( Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

There are no other announcements or approvals.